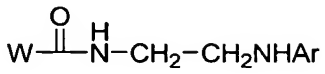
WHAT IS CLAIMED IS:

1. A compound of Formula I:



(I)

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

W is a member selected from the group consisting of

R^1-X-(C=O)-NH-CHR^2-,

R^4-Y-(C=O)-NH-CHR^3-,

R^6-(C=O)-NH-CHR^5-,

R^7-NH-(C=O)-NH-CHR^8-,

R^{10}-Z-(C=O)-NH-CHR^9-, and

R^{11}-(C=O)-NH-CHR^{12}-;

R^1 is a member selected from the group consisting of phenyl substituted with 0-2 R^{1a}, pyridyl substituted with 0-2 R^{1a}, and pyridinium N-oxide substituted with 0-2 R^{1a};

each R^{1a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

X is a member selected from the group consisting of furanylene substituted with 0-1 R^x, thienylene substituted with 0-1 R^x, pyrazolylene substituted with 0-1 R^x, thiazolylene substituted with 0-1 R^x, and oxazolylene substituted with 0-1 R^x;

R^x is a member selected from the group consisting of F, Cl, CH_3 and CF_3;

R^2 is a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}, and $(CH_2)_nR^{2b}$;

each R^{2a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

R^{2b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}; cyclopentyl, cyclohexyl and tetrahydropyranyl;

n is the integer 1 or 2;

R^3 is $(CH_2)_mR^{3b}$;

R^{3b} is selected from the group consisting of phenyl substituted with 0-2 R^{2a}, cyclopentyl and cyclohexyl;

m is the integer 1 or 2;

R^4 is a member selected from the group consisting of phenyl substituted with 0-3 R^{4a}, thienyl, tetrazolyl, cyclopentenyl and indolyl;

each R^{4a} is a member selected from the group consisting of phenyl, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, F, Cl, $CH_3S(=O)_2$-, morpholinyl, pyrrolidinyl, piperidinyl and 4-acetylpiperazinyl;

Y is a member selected from the group consisting of $-CR^{17}R^{18}$, $-NH-CH_2$- and $-O-CH_2$-;

R^5 is a member selected from the group consisting of phenyl substituted with 0-2 R^{5a}, thiophene, naphthyl, and CH_2R^{5b}, CH_2CH_2(cyclohexyl), $CH_2CH_2CH_2$(cyclohexyl), CH_2CH_2Ph, $CH(CH_3)R^{5e}$, $CH_2CH=CHPh$, -CH_2OCH_2Ph, -$CH(CH_3)OCH_2Ph$;

each R^{5a} is independently a member selected from the group consisting of F, Cl, NO_2, OCH_3, OCH_2Ph, OPh, CH_3, OCF_3 and CF_3;

R^{5b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{5c}; cyclopentyl, cyclohexyl, naphthyl, indolyl and pyridyl;

R^{5c} is independently a member selected from the group consisting of OH, Cl, F, Br, I, CN, NO_2, CH_3, OCH_3, ^tBu, O-^tBu, -$NHC(=O)CH_3$, CF_3, OCF_3;phenyl substituted with 0-2 R^{5d}; phenoxy substituted with 0-2 R^{5d}; benzyloxy substituted with 0-2 R^{5d}; pyridyl substituted with 0-2 R^{5d}; pyrimidinyl substituted with 0-2 R^{5d}; thienyl substituted with 0-2 R^{5d};

R^{5d} is independently a member selected from the group consisting of CH_3, Cl, F, OCH_3, CF_3, OCF_3, $N(CH_3)_2$, acetyl, OH, CH_2OH, NH_2, CN and NO_2;

R^{5e} is phenyl substituted with 0-2 R^{5a};

R^6 is a member selected from the group consisting of phenyl substituted with 0-3 R^{6a}, furanyl substituted with 0-2 R^{6b}, thienyl substituted with 0-2 R^{6b}, oxazolyl substituted with 0-2 R^{6b}, thiazolyl substituted with 0-2 R^{6b}, pyridyl, pyridazinyl and cyclopropyl;

each R^{6a} is independently a member selected from the group consisting of Cl, F, Br, OCF_3, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, -$S(=O)_2CH_3$, CN, -$N(CH_3)_2$, OCF_2H, -

CH_2-benzimidazole, -NH-S(=O)$_2CH_3$, -$NR^{13}R^{14}$, OR^{14}, CH_2-morpholine, CH_2NH_2, OCH_2Ph, and OPh;

alternatively, two R^{6a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

each R^{6b} is independently a member selected from the group consisting of NH_2, F, Cl, Br, -S(=O)$_2R^{15}$, CH_3, and CF_3;

R^7 is a member selected from the group consisting of $(CH_2)_p R^{7a}$, and naphthyl substituted with 0-2 R^{7b};

p is the integer 0, 1, or 2;

R^{7a} is phenyl substituted with 0-2 R^{7b};

R^{7b} is a member selected from the group consisting of F, Cl, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, phenoxy and acetyl;

alternatively, two R^{7b} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

R^8 is -CH_2-R^{3b};

R^9 is $(CH_2)_qR^{9a}$;

R^{9a} is a member selected from the group consisting of cyclopentyl, phenyl and cyclohexyl;

q is the integer 1 or 2;

R^{10} is a member selected from the group consisting of phenyl substituted with 0-2 R^{10a}, 5 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{10a}, 6 membered heteroaryl containing 1 to 2 N, wherein said heteroaryl is substituted with 0-2 R^{10a}, morpholinyl substituted with 0-2 R^{10a}, piperazinyl substituted with 0-2 R^{10a} and piperidinyl substituted with 0-2 R^{10a};

each R^{10a} is independently a member selected from the group consisting of Cl, F, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, and CF_3;

alternatively, two R^{10a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprises 1 or 2 heteroatom(s);

Z is phenylene;

R^{11} is a member selected from the group consisting of indolyl substituted with 0-2 R^{11a}, benzofuranyl substituted with 0-2 R^{11a}, benzothienyl substituted with 0-2 R^{11a}, benzothiazole substituted with 0-2 R^{11a}, benzisoxazolyl substituted with 0-2 R^{11a}, benzoxazolyl substituted with 0-2 R^{11a}, and pyrazolo[1,5-a]pyrimidinyl substituted with 0-2 R^{11a}, piperidinyl N-substituted with 0-1 R^{11b}, morpholinyl N-substituted with 0-1 R^{11b}; and 2-oxo-pyrrolidinyl with 0-1 R^{11b};

each R^{11a} is independently a member selected from the group consisting of Cl, F, NH_2, CH_3, OCH_3, $-C(=O)OCH_3$, OCF_3, and CF_3;

each R^{11b} is independently a member selected from the group consisting of pyrimidinyl substituted with 0-2 R^{11c}; benzyl, acetyl, CH_2-furanyl, and CH_2-thienyl;

each R^{11c} is independently a member selected from the group consisting of Br and CH_3;

R^{12} is $(CH_2)_sR^{12a}$;

R^{12a} is a member selected from the group consisting of cyclopentyl and cyclohexyl;

s is the integer 1 or 2;

R^{13} is a member selected from the group consisting of H and C_1-C_4 alkyl;

R^{14} is pyrimidinyl substituted with 0-2 R^{16};

R^{15} is a member selected from the group consisting of C_1-C_4 alkyl, morpholinyl, pyrrolidinyl and piperidinyl;

R^{16} is a member selected from the group consisting of CH_3 and OCH_3;

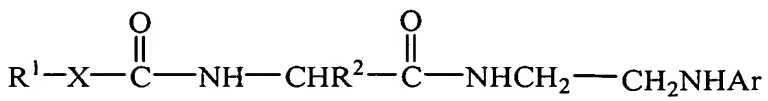
each of R^{17} and R^{18} is independently a member of H, OH, F, phenyl and C_1-C_3 alkyl;

alternatively, R^{17} and R^{18} may be taken together to form a C_3-C_6 cycloalkyl;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

2. The compound of claim **1**, wherein said compound has the formula:



Ia

wherein:

R^1 is a member selected from the group consisting of phenyl substituted with 0-2 R^{1a}, pyridyl substituted with 0-2 R^{1a}, and pyridinium N-oxide substituted with 0-2 R^{1a};

each R^{1a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

X is a member selected from the group consisting of furanylene substituted with 0-1 R^x, thienylene substituted with 0-1 R^x, pyrazolylene substituted with 0-1 R^x, thiazolylene substituted with 0-1 R^x, and oxazolylene substituted with 0-1 R^x;

R^x is a member selected from the group consisting of F, Cl, CH_3 and CF_3;

R^2 is a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}, and $(CH_2)_nR^{2b}$;

each R^{2a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

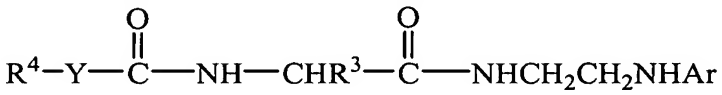
R^{2b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}, cyclopentyl, cyclohexyl and tetrahydropyranyl;

n is the integer 1 or 2;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

3. The compound of claim **1**, wherein said compound has the formula:



Ib

wherein:

R^4 is a member selected from the group consisting of phenyl substituted with 0-3 R^{4a}, thienyl, tetrazolyl, cyclopentenyl and indolyl;

each R^{4a} is a member selected from the group consisting of phenyl, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, F, Cl, $CH_3S(=O)_2$-, morpholinyl, pyrrolidinyl, piperidinyl and 4-acetylpiperazinyl;

Y is a member selected from the group consisting of $-CR^{17}R^{18}$, $-NH-CH_2-$ and $-O-CH_2-$;

R^3 is $(CH_2)_mR^{3b}$;

R^{3b} is selected from the group consisting of phenyl substituted with 0-2 R^{2a}, cyclopentyl and cyclohexyl;

each R^{2a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

m is the integer 1 or 2;

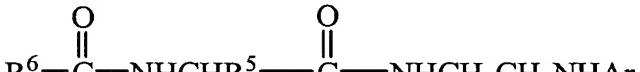
each of R^{17} and R^{18} is independently a member of H, OH, F, phenyl and C_1-C_3 alkyl;

alternatively, R^{17} and R^{18} may be taken together to form a C_3-C_6 cycloalkyl;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

4. The compound of claim **1**, wherein said compound has the formula:



Ic

wherein:

R^5 is a member selected from the group consisting of phenyl substituted with 0-2 R^{5a}, thiophene, naphthyl, and CH_2R^{5b}, CH_2CH_2(cyclohexyl), $CH_2CH_2CH_2$(cyclohexyl), CH_2CH_2Ph, $CH(CH_3)R^{5e}$, $CH_2CH{=}CHPh$, -CH_2OCH_2Ph, and -$CH(CH_3)OCH_2Ph$;

each R^{5a} is independently a member selected from the group consisting of F, Cl, NO_2, OCH_3, OCH_2Ph, OPh, CH_3, OCF_3 and CF_3;

R^{5b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{5c}; cyclopentyl, cyclohexyl, naphthyl, indolyl and pyridyl;

R^{5c} is independently a member selected from the group consisting of OH, Cl, F, Br, I, CN, NO_2, CH_3, OCH_3, ^{t}Bu, O-^{t}Bu, -$NHC(=O)CH_3$, CF_3, OCF_3, phenyl substituted with 0-2 R^{5d}, phenoxy substituted with 0-2 R^{5d}, benzyloxy substituted with 0-2 R^{5d}, pyridyl substituted with 0-2 R^{5d}, pyrimidinyl substituted with 0-2 R^{5d}, and thienyl substituted with 0-2 R^{5d};

R^{5d} is independently a member selected from the group consisting of CH_3, Cl, F, OCH_3, CF_3, OCF_3, $N(CH_3)_2$, acetyl, OH, CH_2OH, NH_2, CN and NO_2;

R^{5e} is phenyl substituted with 0-2 R^{5a};

R^6 is a member selected from the group consisting of phenyl substituted with 0-3 R^{6a}, furanyl substituted with 0-2 R^{6b}; thienyl substituted with 0-2 R^{6b}; oxazolyl substituted with 0-2 R^{6b}; thiazolyl substituted with 0-2 R^{6b}; pyridyl, pyridazinyl and cyclopropyl;

each R^{6a} is independently a member selected from the group consisting of Cl, F, Br, OCF_3, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, $-S(=O)_2CH_3$, CN, $-N(CH_3)_2$, OCF_2H, $-CH_2$-benzimidazole, $-NH-S(=O)_2CH_3$, $-NR^{13}R^{14}$, OR^{14}, CH_2-morpholine, CH_2NH_2, OCH_2Ph, and OPh;

alternatively, two R^{6a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

each R^{6b} is independently a member selected from the group consisting of NH_2, F, Cl, Br, $-S(=O)_2R^{15}$, CH_3, and CF_3;

R^{13} is a member selected from the group consisting of H and C_1-C_4 alkyl;

R^{14} is pyrimidinyl substituted with 0-2 R^{16};

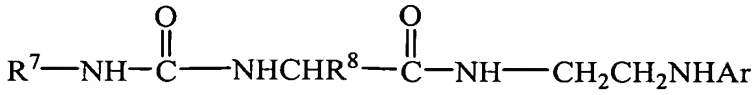
R^{15} is a member selected from the group consisting of C_1-C_4 alkyl, morpholinyl, pyrrolidinyl and piperidinyl;

R^{16} is a member selected from the group consisting of CH_3 and OCH_3;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

5. The compound of claim **1**, wherein said compound has the formula:



Id

wherein:

R^7 is a member selected from the group consisting of $(CH_2)_p$ R^{7a}; and naphthyl substituted with 0-2 R^{7b};

p is the integer 0, 1, or 2;

R^{7a} is a member selected from the group consisting of phenyl substituted with 0-2 R^{7b};

R^{7b} is a member selected from the group consisting of F, Cl, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, phenoxy and acetyl;

alternatively, two R^{7b} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

R^8 is $-CH_2-R^{3b}$;

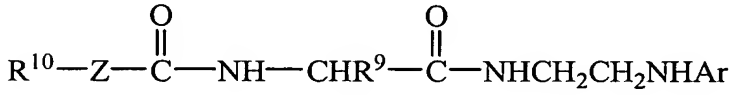
R^{3b} is selected from the group consisting of phenyl substituted with 0-2 R^{2a}, cyclopentyl and cyclohexyl;

each R^{2a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

6. The compound of claim **1**, wherein said compound has the formula:



Ie

wherein:

R^{10} is a member selected from the group consisting of phenyl substituted with 0-2 R^{10a}, 5 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{10a}, 6 membered heteroaryl containing 1 to 2 N, wherein said heteroaryl is substituted with 0-2 R^{10a}, morpholinyl substituted with 0-2 R^{10a}, piperazinyl substituted with 0-2 R^{10a} and piperidinyl substituted with 0-2 R^{10a};

each R^{10a} is independently a member selected from the group consisting of Cl, F, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, and CF_3;

alternatively, two R^{10a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprises 1 or 2 heteroatom(s);

Z is phenylene;

R^9 is $(CH_2)_qR^{9a}$;

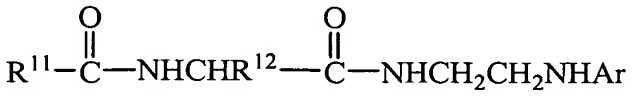
R^{9a} is a member selected from the group consisting of cyclopentyl, phenyl and cyclohexyl;

q is the integer 1 or 2;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

7. The compound of claim **1**, wherein said compound has the formula:



If

wherein:

R^{11} is a member selected from the group consisting of indolyl substituted with 0-2 R^{11a}; benzofuranyl substituted with 0-2 R^{11a}; benzothienyl substituted with 0-2 R^{11a}; benzothiazole substituted with 0-2 R^{11a}; benzisoxazolyl substituted with 0-2 R^{11a}; benzoxazolyl substituted with 0-2 R^{11a}; and pyrazolo[1,5-a]pyrimidinyl substituted with 0-2 R^{11a}; piperidinyl N-substituted with 0-1 R^{11b}; morpholinyl N-substituted with 0-1 R^{11b}; and2-oxo-pyrrolidinylwith 0-1 R^{11b};

each R^{11a} is independently a member selected from the group consisting of Cl, F, NH_2, CH_3, OCH_3, -C(=O)OCH_3, OCF_3, and CF_3;

each R^{11b} is independently a member selected from the group consisting of pyrimidinyl substituted with 0-2 R^{11c}; benzyl, acetyl, CH_2-furanyl, and CH_2-thienyl;

each R^{11c} is independently a member selected from the group consisting of Br and CH_3;

R^{12} is $(CH_2)_sR^{12a}$;

R^{12a} is a member selected from the group consisting of cyclopentyl and cyclohexyl;

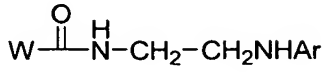
s is the integer 1 or 2;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

8. The compound of claim **1**, wherein said compound is a member selected from the compounds of Table I.

9. A pharmaceutical composition, said composition comprising a compound of Formula I:



(I)

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

W is a member selected from the group consisting of

R^1-X-(C=O)-NH-CHR^2-,

R^4-Y-(C=O)-NH-CHR^3-,

R^6-(C=O)-NH-CHR^5-,

R^7-NH-(C=O)-NH-CHR^8-,

R^{10}-Z-(C=O)-NH-CHR^9-, and

R^{11}-(C=O)-NH-CHR^{12}-;

R^1 is a member selected from the group consisting of phenyl substituted with 0-2 R^{1a}, pyridyl substituted with 0-2 R^{1a}, and pyridinium N-oxide substituted with 0-2 R^{1a};

each R^{1a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

X is a member selected from the group consisting of furanylene substituted with 0-1 R^x, thienylene substituted with 0-1 R^x, pyrazolylene substituted with 0-1 R^x, thiazolylene substituted with 0-1 R^x, and oxazolylene substituted with 0-1 R^x;

R^x is a member selected from the group consisting of F, Cl, CH_3 and CF_3;

R^2 is a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}, and $(CH_2)_nR^{2b}$;

each R^{2a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

R^{2b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}; cyclopentyl, cyclohexyl and tetrahydropyranyl;

n is the integer 1 or 2;

R^3 is $(CH_2)_mR^{3b}$;

R^{3b} is selected from the group consisting of phenyl substituted with 0-2 R^{2a}, cyclopentyl and cyclohexyl;

m is the integer 1 or 2;

R^4 is a member selected from the group consisting of phenyl substituted with 0-3 R^{4a}, thienyl, tetrazolyl, cyclopentenyl and indolyl;

each R^{4a} is a member selected from the group consisting of phenyl, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, F, Cl, $CH_3S(=O)_2$-, morpholinyl, pyrrolidinyl, piperidinyl and 4-acetylpiperazinyl;

Y is a member selected from the group consisting of $-CR^{17}R^{18}$, $-NH-CH_2$- and $-O-CH_2$-;

R^5 is a member selected from the group consisting of phenyl substituted with 0-2 R^{5a}, thiophene, naphthyl, and CH_2R^{5b}, CH_2CH_2(cyclohexyl), $CH_2CH_2CH_2$(cyclohexyl), CH_2CH_2Ph, $CH(CH_3)R^{5e}$, CH_2CH=CHPh, -CH_2OCH_2Ph, -$CH(CH_3)OCH_2Ph$;

each R^{5a} is independently a member selected from the group consisting of F, Cl, NO_2, OCH_3, OCH_2Ph, OPh, CH_3, OCF_3 and CF_3;

R^{5b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{5c}; cyclopentyl, cyclohexyl, naphthyl, indolyl and pyridyl;

R^{5c} is independently a member selected from the group consisting of OH, Cl, F, Br, I, CN, NO_2, CH_3, OCH_3, ^{t}Bu, O-^{t}Bu, -$NHC(=O)CH_3$, CF_3, OCF_3;phenyl substituted with 0-2 R^{5d}; phenoxy substituted with 0-2 R^{5d}; benzyloxy substituted with 0-2 R^{5d}; pyridyl substituted with 0-2 R^{5d}; pyrimidinyl substituted with 0-2 R^{5d}; thienyl substituted with 0-2 R^{5d};

R^{5d} is independently a member selected from the group consisting of CH_3, Cl, F, OCH_3, CF_3, OCF_3, $N(CH_3)_2$, acetyl, OH, CH_2OH, NH_2, CN and NO_2;

R^{5e} is phenyl substituted with 0-2 R^{5a};

R^6 is a member selected from the group consisting of phenyl substituted with 0-3 R^{6a}, furanyl substituted with 0-2 R^{6b}, thienyl substituted with 0-2 R^{6b}, oxazolyl substituted with 0-2 R^{6b}, thiazolyl substituted with 0-2 R^{6b}, pyridyl, pyridazinyl and cyclopropyl;

each R^{6a} is independently a member selected from the group consisting of Cl, F, Br, OCF_3, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, -$S(=O)_2CH_3$, CN, -$N(CH_3)_2$, OCF_2H, -CH_2-benzimidazole, -NH-$S(=O)_2CH_3$, $-NR^{13}R^{14}$, OR^{14}, CH_2-morpholine, CH_2NH_2, OCH_2Ph, and OPh;

alternatively, two R^{6a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

each R^{6b} is independently a member selected from the group consisting of NH_2, F, Cl, Br, $-S(=O)_2R^{15}$, CH_3, and CF_3;

R^7 is a member selected from the group consisting of $(CH_2)_p$ R^{7a}, and naphthyl substituted with 0-2 R^{7b};

p is the integer 0, 1, or 2;

R^{7a} is phenyl substituted with 0-2 R^{7b};

R^{7b} is a member selected from the group consisting of F, Cl, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, phenoxy and acetyl;

alternatively, two R^{7b} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

R^8 is $-CH_2-R^{3b}$;

R^9 is $(CH_2)_qR^{9a}$;

R^{9a} is a member selected from the group consisting of cyclopentyl, phenyl and cyclohexyl;

q is the integer 1 or 2;

R^{10} is a member selected from the group consisting of phenyl substituted with 0-2 R^{10a}, 5 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{10a}, 6 membered heteroaryl containing 1 to 2 N, wherein said heteroaryl is substituted with 0-2 R^{10a}, morpholinyl substituted with 0-2 R^{10a}, piperazinyl substituted with 0-2 R^{10a} and piperidinyl substituted with 0-2 R^{10a};

each R^{10a} is independently a member selected from the group consisting of Cl, F, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, and CF_3;

alternatively, two R^{10a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprises 1 or 2 heteroatom(s);

Z is phenylene;

R^{11} is a member selected from the group consisting of indolyl substituted with 0-2 R^{11a}, benzofuranyl substituted with 0-2 R^{11a}, benzothienyl substituted with 0-2

R^{11a}, benzothiazole substituted with 0-2 R^{11a}, benzisoxazolyl substituted with 0-2 R^{11a}, benzoxazolyl substituted with 0-2 R^{11a}, and pyrazolo[1,5-a]pyrimidinyl substituted with 0-2 R^{11a}, piperidinyl N-substituted with 0-1 R^{11b}, morpholinyl N-substituted with 0-1 R^{11b}; and2-oxo-pyrrolidinylwith 0-1 R^{11b};

each R^{11a} is independently a member selected from the group consisting of Cl, F, NH_2, CH_3, OCH_3, $-C(=O)OCH_3$, OCF_3, and CF_3;

each R^{11b} is independently a member selected from the group consisting of pyrimidinyl substituted with 0-2 R^{11c}; benzyl, acetyl, CH_2-furanyl, and CH_2-thienyl;

each R^{11c} is independently a member selected from the group consisting of Br and CH_3;

R^{12} is $(CH_2)_sR^{12a}$;

R^{12a} is a member selected from the group consisting of cyclopentyl and cyclohexyl;

s is the integer 1 or 2;

R^{13} is a member selected from the group consisting of H and C_1-C_4 alkyl;

R^{14} is pyrimidinyl substituted with 0-2 R^{16};

R^{15} is a member selected from the group consisting of C_1-C_4 alkyl, morpholinyl, pyrrolidinyl and piperidinyl;

R^{16} is a member selected from the group consisting of CH_3 and OCH_3;

each of R^{17} and R^{18} is independently a member of H, OH, F, phenyl and C_1-C_3 alkyl;

alternatively, R^{17} and R^{18} may be taken together to form a C_3-C_6 cycloalkyl;

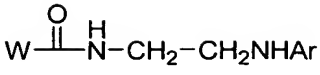
Ar is a phenyl substituted with 0-2 R^{19};

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3;

and a pharmaceutically acceptable excipient.

10. The composition of claim **9**, wherein said compound is a member selected from the compounds of Table I.

11. A method of selectively inhibiting cathepsin S activity in a mammal in need thereof, comprising administering to said mammal a therapeutically effective amount of a compound of Formula I:



(I)

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

W is a member selected from the group consisting of

R^1-X-(C=O)-NH-CHR^2-,

R^4-Y-(C=O)-NH-CHR^3-,

R^6-(C=O)-NH-CHR^5-,

R^7-NH-(C=O)-NH-CHR^8-,

R^{10}-Z-(C=O)-NH-CHR^9-, and

R^{11}-(C=O)-NH-CHR^{12}-;

R^1 is a member selected from the group consisting of phenyl substituted with 0-2 R^{1a}, pyridyl substituted with 0-2 R^{1a}, and pyridinium N-oxide substituted with 0-2 R^{1a};

each R^{1a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

X is a member selected from the group consisting of furanylene substituted with 0-1 R^x, thienylene substituted with 0-1 R^x, pyrazolylene substituted with 0-1 R^x, thiazolylene substituted with 0-1 R^x, and oxazolylene substituted with 0-1 R^x;

R^x is a member selected from the group consisting of F, Cl, CH_3 and CF_3;

R^2 is a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}, and $(CH_2)_nR^{2b}$;

each R^{2a} is independently a member selected from the group consisting of Cl, F, OCF_3, OCH_3, CH_3 and CF_3;

R^{2b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{2a}; cyclopentyl, cyclohexyl and tetrahydropyranyl;

n is the integer 1 or 2;

R^3 is $(CH_2)_mR^{3b}$;

R^{3b} is selected from the group consisting of phenyl substituted with 0-2 R^{2a}, cyclopentyl and cyclohexyl;

m is the integer 1 or 2;

R^4 is a member selected from the group consisting of phenyl substituted with 0-3 R^{4a}, thienyl, tetrazolyl, cyclopentenyl and indolyl;

each R^{4a} is a member selected from the group consisting of phenyl, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, CF_3, OCF_3, F, Cl, $CH_3S(=O)_2$-, morpholinyl, pyrrolidinyl, piperidinyl and 4-acetylpiperazinyl;

Y is a member selected from the group consisting of $-CR^{17}R^{18}$, $-NH-CH_2-$ and $-O-CH_2-$;

R^5 is a member selected from the group consisting of phenyl substituted with 0-2 R^{5a}, thiophene, naphthyl, and CH_2R^{5b}, CH_2CH_2(cyclohexyl), $CH_2CH_2CH_2$(cyclohexyl), CH_2CH_2Ph, $CH(CH_3)R^{5e}$, $CH_2CH=CHPh$, $-CH_2OCH_2Ph$, $-CH(CH_3)OCH_2Ph$;

each R^{5a} is independently a member selected from the group consisting of F, Cl, NO_2, OCH_3, OCH_2Ph, OPh, CH_3, OCF_3 and CF_3;

R^{5b} is independently a member selected from the group consisting of phenyl substituted with 0-2 R^{5c}; cyclopentyl, cyclohexyl, naphthyl, indolyl and pyridyl;

R^{5c} is independently a member selected from the group consisting of OH, Cl, F, Br, I, CN, NO_2, CH_3, OCH_3, ^tBu, O-^tBu, $-NHC(=O)CH_3$, CF_3, OCF_3;phenyl substituted with 0-2 R^{5d}; phenoxy substituted with 0-2 R^{5d}; benzyloxy substituted with 0-2 R^{5d}; pyridyl substituted with 0-2 R^{5d}; pyrimidinyl substituted with 0-2 R^{5d}; thienyl substituted with 0-2 R^{5d};

R^{5d} is independently a member selected from the group consisting of CH_3, Cl, F, OCH_3, CF_3, OCF_3, $N(CH_3)_2$, acetyl, OH, CH_2OH, NH_2, CN and NO_2;

R^{5e} is phenyl substituted with 0-2 R^{5a};

R^6 is a member selected from the group consisting of phenyl substituted with 0-3 R^{6a}, furanyl substituted with 0-2 R^{6b}, thienyl substituted with 0-2 R^{6b}, oxazolyl substituted with 0-2 R^{6b}, thiazolyl substituted with 0-2 R^{6b}, pyridyl, pyridazinyl and cyclopropyl;

each R^{6a} is independently a member selected from the group consisting of Cl, F, Br, OCF_3, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, $-S(=O)_2CH_3$, CN, $-N(CH_3)_2$, OCF_2H, $-CH_2$-benzimidazole, $-NH-S(=O)_2CH_3$, $-NR^{13}R^{14}$, OR^{14}, CH_2-morpholine, CH_2NH_2, OCH_2Ph, and OPh;

alternatively, two R^{6a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

each R^{6b} is independently a member selected from the group consisting of NH_2, F, Cl, Br, $-S(=O)_2R^{15}$, CH_3, and CF_3

R^7 is a member selected from the group consisting of $(CH_2)_p R^{7a}$, and naphthyl substituted with 0-2 R^{7b};

p is the integer 0, 1, or 2;

R^{7a} is phenyl substituted with 0-2 R^{7b};

R^{7b} is a member selected from the group consisting of F, Cl, CF_3, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, phenoxy and acetyl;

alternatively, two R^{7b} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical has 1 or 2 oxygen atom(s);

R^8 is $-CH_2-R^{3b}$;

R^9 is $(CH_2)_qR^{9a}$;

R^{9a} is a member selected from the group consisting of cyclopentyl, phenyl and cyclohexyl;

q is the integer 1 or 2;

R^{10} is a member selected from the group consisting of phenyl substituted with 0-2 R^{10a}, 5 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{10a}, 6 membered heteroaryl containing 1 to 2 N, wherein said heteroaryl is substituted with 0-2 R^{10a}, morpholinyl substituted with 0-2 R^{10a}, piperazinyl substituted with 0-2 R^{10a} and piperidinyl substituted with 0-2 R^{10a};

each R^{10a} is independently a member selected from the group consisting of Cl, F, C_1-C_4 alkyl, C_1-C_4 alkoxy, OCF_3, and CF_3;

alternatively, two R^{10a} substituents on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprises 1 or 2 heteroatom(s);

Z is phenylene;

R^{11} is a member selected from the group consisting of indolyl substituted with 0-2 R^{11a}, benzofuranyl substituted with 0-2 R^{11a}, benzothienyl substituted with 0-2 R^{11a}, benzothiazole substituted with 0-2 R^{11a}, benzisoxazolyl substituted with 0-2 R^{11a}, benzoxazolyl substituted with 0-2 R^{11a}, and pyrazolo[1,5-a]pyrimidinyl substituted with 0-2 R^{11a}, piperidinyl N-substituted with 0-1

R^{11b}, morpholinyl N-substituted with 0-1 R^{11b}; and2-oxo-pyrrolidinylwith 0-1 R^{11b};

each R^{11a} is independently a member selected from the group consisting of Cl, F, NH_2, CH_3, OCH_3, $-C(=O)OCH_3$, OCF_3, and CF_3;

each R^{11b} is independently a member selected from the group consisting of pyrimidinyl substituted with 0-2 R^{11c}; benzyl, acetyl, CH_2-furanyl, and CH_2-thienyl;

each R^{11c} is independently a member selected from the group consisting of Br and CH_3;

R^{12} is $(CH_2)_sR^{12a}$;

R^{12a} is a member selected from the group consisting of cyclopentyl and cyclohexyl;

s is the integer 1 or 2;

R^{13} is a member selected from the group consisting of H and C_1-C_4 alkyl;

R^{14} is pyrimidinyl substituted with 0-2 R^{16};

R^{15} is a member selected from the group consisting of C_1-C_4 alkyl, morpholinyl, pyrrolidinyl and piperidinyl;

R^{16} is a member selected from the group consisting of CH_3 and OCH_3;

each of R^{17} and R^{18} is independently a member of H, OH, F, phenyl and C_1-C_3 alkyl;

alternatively, R^{17} and R^{18} may be taken together to form a C_3-C_6 cycloalkyl;

Ar is a phenyl substituted with 0-2 R^{19}; and

each R^{19} is independently a member selected from the group consisting of F, Cl, COOH, C_1-C_4 alkoxy, $OCHF_2$ and OCF_3.

12. The method of claim **11**, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 10 μM.

13. The method of claim **12**, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 1.0 μM.

14. The method of claim **13**, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 0.1 μM.

15. The method of claim **11**, wherein cathepsin S is selectively inhibited in the presence of cathepsin K.

16. The method of claim **15**, wherein the inhibition constant of a compound of Formula I for cathepsin K is at least 10 times greater than a cathepsin S inhibition constant of a compound of Formula I.

17. The method of claim **16**, wherein the inhibition constant of a compound of Formula I for cathepsin K is at least 100 times greater than said cathepsin S inhibition constant of a compound of Formula I.

18. The method of claim **17**, wherein the inhibition constant of a compound of Formula I for cathepsin K is at least 1000 times greater than said cathepsin S inhibition constant of a compound of Formula I.

19. The method of claim **11**, wherein said compound is a member selected from the compounds of Table I.